



Entered on Docket
August 13, 2007

A handwritten signature in dark ink, appearing to read "Linda B. Riegle".

Hon. Linda B. Riegle
United States Bankruptcy Judge

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*Attorneys for the Official Committee of Equity Security Holders of
USA Capital Diversified Trust Deed Fund, LLC*

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEVADA**

In re:

USA COMMERCIAL MORTGAGE COMPANY,
USA CAPITAL REALTY ADVISORS, LLC,
USA CAPITAL DIVERSIFIED TRUST DEED
FUND, LLC,
USA CAPITAL FIRST TRUST DEED FUND,
LLC,
USA SECURITIES, LLC,
Debtors.

Case No. BK-S-06-10725 LBR
Case No. BK-S-06-10726 LBR
Case No. BK-S-06-10727 LBR
Case No. BK-S-06-10728 LBR
Case No. BK-S-06-10729 LBR

Chapter 11

Jointly Administered Under
Case No. BK-S-06-10725-LBR

Affects:

- ☐ All Debtors
- ☐ USA Commercial Mortgage Company
- ☐ USA Securities, LLC
- ☐ USA Capital Realty Advisors, LLC
- ☒ USA Capital Diversified Trust Deed Fund, LLC
- ☐ USA First Trust Deed Fund, LLC

**ORDER APPROVING ORRICK,
HERRINGTON & SUTCLIFFE,
LLP'S FINAL FEE APPLICATION
(JUNE 1, 2006 THROUGH MARCH
12, 2007)**

Hearing Date: August 7, 2007
Hearing Time: 1:30 p.m.

1 The Court, having reviewed and considered Orrick, Herrington & Sutcliffe LLP's Final Fee
 2 Application (June 1, 2006 through March 12, 2007) [Docket no. 3577] (the "Application"), seeking an
 3 Order from this Court authorizing on a final basis the allowance and payment of fees, in the amount of
 4 \$2,228,780.60, for professional services rendered by Orrick, Herrington & Sutcliffe LLP ("Orrick"),
 5 lead counsel to the Official Committee of Equity Security Holders of USA Capital Diversified Trust
 6 Deed Fund, LLC, and the reimbursement of expenses paid by Orrick, in the amount of \$42,914.58, for
 7 a total compensation award of \$2,271,695.18 in the above-captioned case, the Declaration of Robert G.
 8 Worthen [Docket No. 3580] and the Declaration of Marc A. Levinson [Docket No. 3597], filed in
 9 support of the Application, the Supplement to Orrick, Herrington & Sutcliffe LLP's Final Fee
 10 Application (June 1, 2006 through March 12, 2007) [Docket no. 3882], by which Orrick voluntarily
 11 reduced its fees by two percent (2%), or \$44,575.60, and modified its request for an Order from the
 12 Court thereby seeking the allowance and payment of fees, in the total amount of \$2,184,204.90, and
 13 reimbursement of expenses paid by Orrick, in the amount of \$42,914.58, for a total compensation
 14 award of \$2,227,119.48 in this case on a final basis; Marc A. Levinson, appearing on behalf of Orrick,
 15 August B. Landis, appearing on behalf of the Office of the United States Trustee, and other
 16 appearances as noted on the record at the hearing referenced above; the Court having made its findings
 17 of fact and conclusions of law on the record, which are incorporated herein pursuant to Fed.R.Bankr.P.
 18 7052; with no objection to the Application having been filed; and for good cause shown therefor,

19 **IT IS HEREBY ORDERED, ADJUDGED AND DECREED** that the fees Orrick
 20 incurred, in the amount of \$2,184,204.90, and the expenses Orrick paid, in the amount of
 21 \$42,914.58, are allowed on a final basis for a total compensation award in the amount of
 22 \$2,227,119.48 (the "Final Award").

23 **IT IS FURTHER ORDERED, ADJUDGED AND DECREED** that USA Capital
 24 Diversified Trust Deed Fund, LLC, is authorized to pay the Final Award to Orrick immediately
 25 upon entry of this order.

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1 PREPARED AND RESPECTFULLY SUBMITTED BY:

2 **ORRICK, HERRINGTON & SUTCLIFFE LLP**

3 By: /s/ Marc A. Levinson

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8 *Attorneys for the Official Committee of Equity Security*
9 *Holders of USA Capital Diversified Trust Deed Fund, LLC*

10 **APPROVED**/DISAPPROVED:

11 OFFICE OF THE UNITED STATES TRUSTEE

12 By: /s/ August B. Landis

13 August B. Landis

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15 **LOCAL RULE 9021 CERTIFICATION**

16 In accordance with LR 9021, the undersigned certifies:

- 17
18 ☐ The court has waived the requirement of approval under LR 9021.
19 ☒ I have delivered a copy of this proposed order to the Office of the United States Trustee and
20 the parties who filed papers in response to the Objection or appeared at the hearing noted
21 above, and each has:
22 ☒ approved the form of this order; and/or
23 ☐ waived the right to review the order; and/or
24 ☐ failed to file and serve papers in accordance with LR 9021(b); and
25 the following have disapproved the form of the order:
26 n/a
27 ☐ No parties appeared or filed written objections, and there is no trustee appointed in the case.

28 **BECKLEY SINGLETON, CHARTERED**

By: /s/ Anne M. Loraditch

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